

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:)	Chapter 11
)	
FIRSTENERGY SOLUTIONS CORP., <i>et al.</i> , ¹)	Case No. 18-50757
)	(Jointly Administered)
)	
Debtors.)	
)	Hon. Judge Alan M. Koschik
)	

**DECLARATION OF JAMES DALOIA OF PRIME CLERK LLC
REGARDING THE SOLICITATION OF VOTES AND TABULATION OF
BALLOTS CAST ON THE SIXTH AMENDED JOINT PLAN OF
REORGANIZATION OF FIRSTENERGY SOLUTIONS CORP., *ET AL.*,
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

I, James Daloia, declare, under the penalty of perjury:

1. I am a Director of Solicitation and Public Securities at Prime Clerk LLC (“Prime Clerk”), located at One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, New York 10165. I am over the age of eighteen years and not a party to the above-captioned action. Unless otherwise noted, I have personal knowledge of the facts set forth herein.
2. I submit this Declaration with respect to the solicitation of votes and the tabulation of ballots cast on the *Sixth Amended Joint Plan of Reorganization of FirstEnergy Solutions Corp., et al, Pursuant to Chapter 11 of the Bankruptcy Code*, dated July 23, 2019 [Docket No. 2934] (as may be amended, supplemented, or modified from time to time, the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: FE Aircraft Leasing Corp. (9245), case no. 18-50759; FirstEnergy Generation, LLC (0561), case no. 18-50762; FirstEnergy Generation Mansfield Unit 1 Corp. (5914), case no. 18-50763; FirstEnergy Nuclear Generation, LLC (6394), case no. 18-50760; FirstEnergy Nuclear Operating Company (1483), case no. 18-50761; FirstEnergy Solutions Corp. (0186); and Norton Energy Storage L.L.C. (6928), case no. 18-50764. The Debtors' address is: 341 White Pond Dr., Akron, OH 44320.

Plan").² Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant documents. I am authorized to submit this Declaration on behalf of Prime Clerk. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. This Court authorized Prime Clerk's retention as (a) the claims and noticing agent to the above-captioned debtors and debtors in possession (collectively, the "Debtors") pursuant to the *Order Authorizing Retention and Appointment of Prime Clerk LLC as Claims, Noticing and Solicitation Agent Nunc Pro Tunc to the Petition Date*, dated April 3, 2018 [Docket No. 152] (the "Retention Order"). The Retention Order authorizes Prime Clerk to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. Prime Clerk and its employees have considerable experience in soliciting and tabulating votes to accept or reject Chapter 11 plans.

Service and Transmittal of Solicitation Packages and the Tabulation Process

4. Pursuant to the *Order (I) Approving Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Debtors; Joint Chapter 11 Plan, (III) Approving the Form of Ballots, (IV) Scheduling a Hearing on Confirmation of the Plan, (V) Approving Procedures for Notice of the Confirmation Hearing and for filing Objections to Confirmation of the Plan, and (VI) Granting Related Relief* dated May 29, 2019 [Docket No. 2714] (collectively, the "Disclosure Statement Order"), the Court established procedures to solicit votes from and tabulate ballots submitted by holders entitled to vote on the Plan (the "Solicitation Procedures"). Prime Clerk adhered to the Solicitation Procedures outlined in the

² All capitalized terms used by not otherwise defined herein have the meanings ascribed to them in the Plan or Disclosure Statement Order.

Disclosure Statement Order and the ballots, which were distributed to parties entitled to vote on the Plan. I supervised the solicitation and tabulation performed by Prime Clerk's employees.

5. The Solicitation Procedures established May 20, 2019 as the record date (the "Voting Record Date") for determining which creditors were entitled to vote on the Plan. Pursuant to the Plan and the Solicitation Procedures, only holders as of the Voting Record Date in the following classes were entitled to vote to accept or reject the Plan (the "Voting Classes"):

Plan Class	Class Description
A3	Unsecured PCN/FES Notes Claims Against FES
A4	Mansfield Certificate Claims Against FES
A5	FENOC-FES Unsecured Claims
A6	FES Single-Box Unsecured Claims
A7	Mansfield Indemnity Claims Against FES
A8	Convenience Claims against FirstEnergy Solutions
B4	Secured FG PCN Reinstated Claims
B5	Unsecured PCN/FES Notes Claims Against FG
B6	Mansfield Certificate Claims Against FG
B7	FG Single-Box Unsecured Claims
B8	Mansfield Indemnity Claims against FG
B9	Convenience Claims against FirstEnergy Generation
C3	Secured NG PCN Claims
C4	Unsecured PCN/FES Notes Claims Against NG
C5	Mansfield Certificate Claims Against NG
C6	NG Single-Box Unsecured Claims
C7	NG-FENOC Unsecured Claims against NG
C8	Convenience Claims against NG
D3	FENOC-FES Unsecured Claims against FENOC
D4	FENOC Single-Box Unsecured Claims
D5	NG-FENOC Unsecured Claims against FENOC

Plan Class	Class Description
D6	Convenience Claims against FENOC
E3	Mansfield Certificate Claims Against FGMUC
E4	FGMUC Single-Box Unsecured Claims
E5	Mansfield Indemnity Claims against FGMUC
E6	Convenience Claims against FGMUC
F3	General Unsecured Claims Against FE Aircraft
G3	General Unsecured Claims Against Norton

No other classes were entitled to vote on the Plan.

6. In accordance with the Solicitation Procedures, Prime Clerk worked closely with the Debtors' advisors to identify the holders entitled to vote in the Voting Classes as of the Voting Record Date, and to coordinate the distribution of solicitation materials to these holders. In addition, Prime Clerk coordinated the distribution of solicitation materials to holders in the applicable Voting Classes in accordance with procedures commonly used to serve solicitation materials on holders of public securities. A detailed description of Prime Clerk's distribution of solicitation materials is set forth in Prime Clerk's *Affidavit of Service of Solicitation Materials*, which was filed with this Court on June 18, 2019 [Docket No. 2786].

7. In accordance with the Solicitation Procedures, Prime Clerk received, reviewed, determined the validity of, and tabulated the ballots submitted to vote on the Plan. Each ballot submitted to Prime Clerk was date-stamped, scanned, assigned a ballot number, entered into Prime Clerk's voting database and processed in accordance with the Solicitation Procedures. To be included in the tabulation results as valid, a ballot must have been (a) properly completed pursuant to the Solicitation Procedures, (b) executed by the relevant holder entitled to vote on the Plan (or such holder's authorized representative), (c) returned to Prime Clerk via an approved method of delivery set forth

in the Solicitation Procedures and (d) received by Prime Clerk by 4:00 p.m. (prevailing Eastern Time) on August 2, 2019 (the "Voting Deadline").

8. All valid ballots cast by holders entitled to vote in the Voting Classes and received by Prime Clerk on or before the Voting Deadline were tabulated pursuant to the Solicitation Procedures.

9. The final tabulation of votes cast by timely and properly completed ballots received by Prime Clerk is attached hereto as **Exhibit A**.

10. A report of all ballots excluded from the final tabulation prepared by Prime Clerk, and the reasons for exclusion of such ballots, is attached hereto as **Exhibit B**.

To the best of my knowledge, information and belief, I declare under penalty of perjury that the foregoing information concerning the distribution, submission and tabulation of ballots in connection with the Plan is true and correct.

Dated: August 13, 2019



James Daloia
Director, Solicitation and Public Securities
Prime Clerk, LLC